

EBAA Board of Governors Working Group on 'Governance'

Terms of Reference

DRAFT

Introduction

At its Strategic meeting on 11th June 2021 (BoG 03a/2021) the EBAA Board of Governors (BoG) agreed that time had come to assess, clarify, specify and possibly amend some parts of the texts of the association's Articles of Association (AofA) and Rules of Association (RofA).

Establishment of an EBAA Board of Governors Working Group on 'Governance' (BoG WG).

It was therefore also agreed that subsequently, a BoG Working Group on 'Governance' would be established.

Mandate / Scope of work

The BoG WG will oversee, provide guidance for and facilitate the assessment, specification, clarification and drafting of possible amendments to the association's AofA and RofA.

Input to the BoG WG shall be delivered by the EBAA management team and various specialists from the EBAA membership (e.g. the AMAC lawyers' subcommittee) for specific queries and topics.

Topics

The BoG WG's involvement will – at least – include, but will not be limited to, the following topics:

- Compliance with the new Belgian Code for Companies which also applies to non-profit AISBL associations;
- Voting and pre-voting facilitation as well as the use of proxies at EBAA's Annual General Meeting (AGM);
- Composition and structure of EBAA's Board of Governors;
- Maximum duration of individual EBAA Board of Governor's membership;
- Procedure to facilitate the applications of new members of EBAA's Board of Governors;
- Process and timing with respect to termination of EBAA membership.

Deliverables

The BoG WG shall draft a comprehensive advice about its deliberations on all discussed topics for the EBAA AGM, which will be held on 17th and 18th March 2022.

- This advice shall include and introduce a proposal for voting at the AGM, if and when the BoG WG's advice requires such a vote on the respective topics according to the Association's AofA and/or RofA;
- However, it must be observed that for the parts which incorporate the new Belgian AISBL provisions into the associations AofA and/or RofA, such a vote at the AGM is mandatory to allow for formal procedures to commence for finalisation well in advance of 2023.